

# **EXHIBIT A**

**Salzman, Michael E.**

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**From:** Mayer, Ted  
**Sent:** Monday, February 6, 2023 12:45 PM  
**To:** Salzman, Michael E.; Cruse, Gerard F.  
**Subject:** FW: James Dabney [IWOV-iManage.FID533128]

**Ted Mayer** | Partner  
Chair

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**From:** Mayer, Ted  
**Sent:** Monday, February 6, 2023 12:44 PM  
**To:** Anne L. Clark <aclark@Vladeck.com>  
**Cc:** Dabney, James W. <james.dabney@hugheshubbard.com>  
**Subject:** RE: James Dabney [IWOV-iManage.FID533128]

Anne,

As you will recall, by email on January 6, you made a point of stating that Mr. Dabney wished to become a "Retired Partner" of the Firm. Particularly since you used the capitalization as used in our Policy Memorandum, I assumed that you and Mr. Dabney were using the term in its formal sense as used in our firm.

Under paragraph 8 and the addendum to our Policy Memorandum No. 3 (which you had previously cited), a partner of our Firm who retires can be designated either as a Retired Partner or Senior Counsel. Some Senior Counsel enter into agreements with the Firm under which they are compensated for Firm work, others do not. Senior Counsel who are performing legal services are not eligible to start receiving their pension prior to the "required beginning date," while Senior Counsel who are not performing services ARE so eligible. In either case, Senior Counsel continue to have access to Firm email and client files (through our FileSite electronic document management system), but concomitantly are subject to our rules about securities trading, conflict checking, confidentiality, recording time for clients, CLE and bar registration, practicing exclusively with the Firm, and the like. Retired Partners are relieved of the rules cited above, but concomitantly no longer have access to client confidential information—meaning no access to Firm email, no access to FileSite, no Firm office. They generally may remain listed on our website (only if they are not continuing to practice outside the firm), noting their retirement. We understand this to be consistent with best practices.

When you said that Mr. Dabney would be a Retired Partner, we took you at your word. Policy Memorandum No. 3 provides that a retired partner may change from Retired Partner to Senior Counsel and vice versa as they may request, provided the Executive Committee approves. From November to now, I have repeatedly asked whether Mr. Dabney wants to continue providing services for the Firm for compensation on a negotiated basis. Repeatedly he has declined to negotiate an arrangement from February 1 forward and, instead, he elected Retired Partner status.

That said, if Mr. Dabney misunderstood and wishes instead to be Senior Counsel (and for external purposes call himself Of Counsel as he preferred in the past), please let us know by Wednesday and we can make that change, without considering this to be a change requiring Executive Committee approval. If he does wish to continue as Senior Counsel AND contemplates doing substantial billable work for which he wishes to be compensated, as some Senior

Counsel do and some do not, he should let us know and we can discuss the terms of that as we have sought to do in the past.

If he does not let us know that he wants Senior Counsel status we will treat him as a Retired Partner as Contemplated in Mr. Cruse's February 1 letter.

With best regards,

Ted

**From:** Anne L. Clark <aclark@vladeck.com>  
**Sent:** Friday, February 3, 2023 12:29 PM  
**To:** Mayer, Ted <ted.mayer@hugheshubbard.com>  
**Subject:** James Dabney [IWOV-iManage.FID533128]

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**CAUTION: This email was sent by someone outside of the Firm.**

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Dear Mr. Mayer,

Mr. Cruse's letter of February 1, 2023, to Mr. Dabney has been forwarded to our office for response.

Mr. Dabney's "transition" from "retired Partner" to "Retired Partner" neither requires nor justifies the various actions threatened in the February 1 letter.

The Firm's announced plan to terminate Mr. Dabney's Firm e-mail address and telephone number on two days' notice is, in the circumstances, especially egregious.

Without prejudice to Mr. Dabney's rights, you are requested to maintain Mr. Dabney's existing e-mail address and telephone number and Citrix access pending resolution of his pending ADEA claim. It should go without saying that Mr. Dabney will continue to maintain client confidences as he has done throughout his long career.

Regards,

Anne L. Clark  
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